

**WRITTEN CONSENT  
OF THE SOLE MEMBER OF  
AERO COMPONENTS, LLC**

February 4, 2022

The undersigned, being the sole member (the “Member”) of Aero Components, LLC, a Delaware limited liability company (the “Company”), hereby adopts the following resolutions by written consent in lieu of a special meeting and hereby consents to, approves and adopts the following resolutions as of the date written above:

**WHEREAS**, the Member reviewed the materials presented by the management and legal advisers of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to the Company, and the impact of the foregoing on the Company’s business; and

**WHEREAS**, the Member has had the opportunity to consult with the management and legal advisers of the Company and fully consider each of the strategic alternatives available to the Company.

**I. VOLUNTARY PETITION UNDER CHAPTER 11 OF TITLE 11 OF THE UNITED STATES CODE**

**NOW, THEREFORE, IT IS RESOLVED**, that, in the judgment of the Member, it is desirable and in the best interests of the Company, its creditors, stockholders, and other parties in interest, that the Company file or cause to be filed voluntary petitions for relief under the provisions of chapter 11 of title 11 of the United States Code;

**FURTHER RESOLVED**, that each of the Chief Executive Officer, President, Chief Financial Officer, and such other officers as may be designated by the Member (collectively, the “Authorized Officers”), acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists and other papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief;

**FURTHER RESOLVED**, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to continue to employ the law firm of Winston & Strawn, LLP as general bankruptcy counsel to represent and assist the Company in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Company’s rights and obligations, including filing any pleadings; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Winston & Strawn, LLP;

**FURTHER RESOLVED**, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ the financial advisory firm of Alvarez and Marsal North America, LLC ( "Alvarez and Marsal") as financial advisor to assist the Company in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, to cause to be filed appropriate applications for authority to retain the services of Alvarez and Marsal;

**FURTHER RESOLVED**, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ Bankruptcy Management Solutions, Inc. d/b/a Stretto ("Stretto") as notice and claims agent to represent and assist the Company in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed appropriate applications for authority to retain the services of Stretto; and

**FURTHER RESOLVED**, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under title 11 of the United States Code; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the chapter 11 case and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

## **II. GENERAL**

**NOW, THEREFORE, IT IS RESOLVED**, that each of the Authorized Officers shall be, and each of them hereby is, authorized and directed, in the name of and on behalf of the Company, to take any and all such actions and to execute and deliver any and all such documents and instruments as the Member of the Company shall deem necessary or advisable in furtherance of, or to carry out the intent and effectuate the purposes of, any of the foregoing resolutions, and the fact that the Member of the Company has taken any such action or executed or delivered any such document or instrument shall be conclusive evidence of the approval and authorization thereof by the Company;

**FURTHER RESOLVED**, that any and all actions heretofore, concurrently, or hereafter taken by the Member of the Company in connection with the matters contemplated by the foregoing resolutions be, and they hereby are, approved,

ratified and confirmed in all respects as fully as if such had been presented to the Member for approval prior to such action or actions being taken;

**FURTHER RESOLVED**, that the actions taken by this written consent shall have the same force and effect as if taken by the undersigned at a meeting, duly called and constituted in accordance with the bylaws of the Company;

**FURTHER RESOLVED**, that any and all notice of any meeting otherwise required regarding these resolutions or the matters covered hereby is hereby waived in all respects; and

**FURTHER RESOLVED**, that this consent may be sent or delivered by facsimile or other electronic transmission and in any number of counterparts, each of which shall be an original, and such counterparts, when taken together, shall constitute one and same instrument, and shall be legally effective for all purposes.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Written Consent as of the date first written above.

**MEMBER:**

**FORE AERO HOLDINGS, LLC**

By: \_\_\_\_\_



Name: Rachel Lehman

Title: Secretary

[SIGNATURE PAGE – AERO COMPONENTS, LLC. FILING RESOLUTION]